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D. Billie Sanders
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April 15, 2005

VIA HAND DELIVERY

Ms. Sharla Dillon
Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

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2005 APR 15 PM 2:20
T.R.A. DOCKET ROOM

05-00063

Re: Joint Filing of SBC Communications Inc., AT&T Corp., together
with its Certified Tennessee Subsidiaries Regarding Change of
Control of the Operating Authority of AT&T's Tennessee
Subsidiaries

Dear Ms. Dillon:

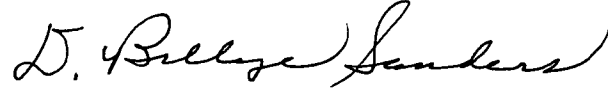
Enclosed you will find the original and thirteen copies of the responses
of SBC and AT&T to Data Request Number 1 issued by the TRA Staff on April 1,
2005 in the above-referenced docket. The information contained in the response to
Data Request Number 3 is confidential and is therefore filed under seal. We
respectfully request that this information not be disclosed to the public.

Please contact us if you need additional information.

April 15, 2005

Page 2

Sincerely,

A handwritten signature in cursive script that reads "D. Billye Sanders".

D. Billye Sanders
Attorney for SBC
Communications Inc.

A handwritten signature in cursive script that reads "Henry Walker by DBS with permission".

Henry Walker
Boult, Cummings, Conners & Berry, PLC
Attorney for AT&T

cc: Wayne Watts, Esq.
Paul K. Mancini, Esq.
Martin E. Grambrow, Esq.
Randall Johnson, Esq.
Geoffrey M. Klineberg, Esq.
Sylvia Anderson, Esq.
David Eppsteiner, Esq.

RE: Joint Filing of SBC Communications Inc., AT&T Corp., and its Certified Tennessee Subsidiaries, Regarding Change of Control of the Operating Authority of AT&T's Tennessee Subsidiaries, Docket Number 05-00063

Response of SBC & AT&T to Data Request Number 1 of the Tennessee Regulatory Authority Staff, Issued on April 1, 2005

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

RESPONSE:

Yes, SBC and AT&T have filed requests for approval of the transaction in the following states: Alaska, Arizona, California, Colorado, Delaware, Hawaii, Louisiana, Minnesota, Mississippi, Montana, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Utah, Vermont, Virginia, West Virginia, and Wyoming. Of these, the Delaware, North Carolina, and New Hampshire applications have been approved. They are pending in the other states.

SBC and AT&T have filed notices of the transaction in the following states. Connecticut, Florida, Georgia, Idaho, Kentucky, Maryland, Massachusetts, Missouri, Nebraska, Nevada, Rhode Island, South Dakota, and Washington. No commission action is required in these states. However, the commissions in Connecticut, Georgia, and Rhode Island have each affirmatively indicated that they will not review the transaction.

2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.

RESPONSE:

Yes. On February 22, 2005, SBC & AT&T jointly filed an application for the transfer of AT&T's FCC licenses and authorizations to SBC. The FCC released its Public Notice on March 11, WC Docket No. 05-65, finding that the application was "acceptable for filing" and set forth the following comment cycle -- Comments/Petitions To Deny are due April 25th and Responses/Oppositions To Petitions To Deny are due May 10th. Under FCC Rule 63.03(c)(2), "(e)xcept in extraordinary circumstances, final action on the application should be expected no later than 180 days from public notice that the application has been accepted for filing."

In addition, on February 22, 2005, SBC and AT&T jointly filed a Hart-Scott-Rodino Pre-Merger Notification and Report Form with the Department of Justice. Typically in a

transaction of this size, the DOJ issues at least two substantial requests for information. After the DOJ staff has all of the requested information and completes its evaluation, the DOJ staff will make a recommendation to the Assistant Attorney General for Antitrust on whether or not to take any further action on the merger. SBC and AT&T believe that the DOJ will conclude its evaluation of the SBC/AT&T transaction well before the end of this year, and the FCC will act on the application well before the end of this year as well.

3. Provide the number of customers by class of service that AT&T and SBC have in Tennessee.

RESPONSE:

The response to this question is Confidential and filed under seal.

4. Will all AT&T customers in Tennessee be transferred to SBC?

RESPONSE:

No AT&T customers in Tennessee will be transferred to SBC as a result of the transaction. AT&T Communications of the South Central States, LLC and TCG Midsouth, Inc. will continue to exist following completion of the transaction and each will continue to serve customers in Tennessee under their existing certificates of authority and tariffs. The transaction will be transparent to customers of AT&T and SBC.

5. What telecommunication services will AT&T continue to provide under its current CCN in Tennessee after the transfer?

RESPONSE:

As explained in our response to Request 4, after the transaction is completed, both AT&T Communications of the South Central States, LLC and TCG MidSouth, Inc. will serve their existing customers under the same CCNs and tariffs they use today. Nothing in the transaction itself will affect the kinds of telecommunications services that existing customers currently receive from AT&T's certificated subsidiaries.

6. Consistent with TRA Rule 1220-4-2-.56(2)(d), provide a current customer notice or letter informing customers of the change in ownership and/or operating authority.

RESPONSE:

As indicated in the response to Request 4, no AT&T customers will be transferred to SBC. All customers will continue to receive the same service from the same carriers (AT&T and SBC) as they did prior to completion of the transaction. The notice provisions in TRA Rule 1220-4-2-.56(2)(d) apply when a group of customers is transferred from one carrier to

another and do not apply to this situation. As the TRA ruled on April 4, 2005 in Docket 05-0009, a mere change in corporate control which is transparent to customers, as is occurring here, does not require customer notification

7. Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of SBC and AT&T filed with the Tennessee Secretary of State's Office.

RESPONSE:

AT&T

AT&T Communications of the South Central States, LLC ("AT&T-South Central") is a Delaware limited liability company headquartered at One AT&T Way, Bedminster, NJ 07921. AT&T-South Central is a wholly-owned subsidiary of AT&T and is authorized to provide intrastate intraLATA and interLATA telecommunications services pursuant to a certificate of public convenience and necessity issued on October 13, 1995, in TRA Docket No. 95-02790.

TCG MidSouth, Inc. ("TCG MidSouth") is a Delaware corporation headquartered at One AT&T Way, Bedminster, NJ 07921. TCG MidSouth is a wholly-owned subsidiary of Teleport Communications Group, Inc., which in turn is a wholly owned subsidiary of AT&T and is authorized to provide facilities-based and resold local exchange and interexchange telecommunications services pursuant to a certificate of public convenience and necessity issued on July 14, 1997, in TRA Docket No. 97-00949.

Evidence of the current business licenses of AT&T, AT&T-South Central, and TCG MidSouth on file with the Tennessee Secretary of State's Office is attached.

SBC

SBC wholly owns three subsidiaries that are certificated to provide competitive interexchange and local exchange telecommunications services in Tennessee.

The first, SBC Long Distance, Inc., f/k/a Southwestern Bell Communications Services, Inc. ("SBC Long Distance"), is a Delaware corporation headquartered at 5850 W. Las Positas Boulevard, Pleasanton, CA 94588. This Commission approved a request by SBC Long Distance to change its registered name from Southwestern Bell Communications Services, Inc. to SBC Long Distance, Inc. on 2/28/05 in Docket No. 04-00446. Docket No. 04-00069 authorized Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance to provide competitive facilities-based local exchange services, exchange access services, operator services and resold intrastate interexchange telecommunications services within the State of Tennessee on July 23, 2004. Southwestern Bell Communications Services Inc. was granted its initial authority in Tennessee on July 9, 1997 to provide operator services and/or resell telecommunications services on an intrastate basis in Docket 97-0947. On September 9, 1997, Southwestern Bell Communications Services Inc. was granted the authority to change its name from Southwestern Bell Communications Services

Inc. to Southwestern Bell Communications Services Inc. d/b/a Southwestern Bell Long Distance in Docket No. 97-01410.

The second, SBC Telecom, Inc. ("SBC Telecom"), is a Delaware corporation headquartered at 1010 N. St. Mary's Street, Room 13-K, San Antonio, TX 7821. SBC Telecom is authorized to provide facilities-based and resold local exchange and interexchange services, pursuant to a certificate of public convenience and necessity granted by the Authority on May 22, 2000, in Docket No. 00-000025

This Authority has pending before it a joint petition of SBC Telecom, Inc. and SBC Long Distance for the consolidation of the operating authority of both entities into SBC Long Distance, LLC. *See* Docket No. 04-00357. The joining of SBC and AT&T will not affect the authorized consolidation in any fashion.

The third, SNET America, Inc. d/b/a SBC Long Distance East ("SBC Long Distance East") is a Connecticut corporation headquartered at 310 Orange Street, New Haven, CT 06510. SBC Long Distance East is a wholly owned subsidiary of Southern New England Telecommunications Corporation, a wholly owned subsidiary of SBC. SBC Long Distance East is authorized to provide resold interexchange services and operator services, pursuant to a certificate of public convenience and necessity granted by the Authority on September 17, 1996 in Docket No. 95-02946.

Attached to this response is evidence of the current business licenses on file with the Tennessee Secretary of State's Office pertaining to SBC entities certificated by the TRA.

8. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

RESPONSE:

Yes, the SBC subsidiaries and AT&T and its subsidiaries will continue to operate under existing CCNs and licenses, subject to the pending internal restructuring of SBC noted in footnote 3 of the Joint Filing. SBC's internal restructuring was approved by the TRA in Docket No. 04-00357 on March 29, 2005. As indicated in that docket, on or about April 30, 2005 the operating authority of SBC Telecom, Inc. will be transferred to SBC Long Distance, Inc. and SBC Long Distance, Inc. will convert from a corporation to a limited liability company and its name will be changed to SBC Long Distance, LLC (with the assumed name of SBC Long Distance). After consummation of the transfer, the existing CCNs of SBC Long Distance will be cancelled and SBC Long Distance will continue to operate under the former CCNs of SBC Telecom. SBC anticipates that an order will soon be issued in that docket. Upon closing of the transaction, SBC will file the appropriate documents with the TN Secretary of State regarding the conversion of SBC Long Distance from a corporation to a limited liability company.

9. Explain what are current and future plans for existing AT&T and SBC residential and business customers in Tennessee.

RESPONSE:

The transaction will be transparent to existing AT&T and SBC customers in Tennessee and will have no effect on the rates, terms, and conditions of the services provided by the AT&T and SBC entities certificated to provide services in Tennessee. As for the future plans, SBC and AT&T believe, for the reasons discussed at pages 7-12 of the Joint Filing, that the combined ownership of the SBC and AT&T entities certificated in Tennessee will generate more competition and a wider choice of services for Tennessee customers, both residential and business, than either company could accomplish standing alone.

[Secretary of State Web Site](#)[Instructions](#)

Name
AT&T CORP.

I.D. Number
0035493

Business Type*: CORPORATION
Profit/Nonprofit: FOR PROFIT
Status*: ACTIVE
Date of Formation/Qualification: 07/11/1901
Domestic/Foreign: FOREIGN
Place of Incorporation/Organization: NY
Duration: PERPETUAL
FYC(Fiscal Year Closing) Month: DECEMBER

Principal Office:

Address Line 1: ONE AT&T WAY
Address Line 2:
City: BEDMINSTER
State: NJ
Zip: 079210000
Other than USA:

Registered Agent:

Name: C T CORPORATION SYSTEM
Address Line 1: 800 S. GAY STREET
Address Line 2: SUITE 2021
City: KNOXVILLE
State: TN
Zip: 379299710

Business Filing History

* Important Note Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status

Note: This information is current as of three working days prior to today's date.

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Secretary of State Business Information Search

[Secretary of State Web Site](#)[Instructions](#)**Name****I.D. Number**AT & T COMMUNICATIONS OF THE
SOUTH CENTRAL STATES, LLC

0420712

Business Type*: LIMITED LIABILITY COMPANY
Profit/Nonprofit: FOR PROFIT
Status*: ACTIVE
Date of Formation/Qualification: 01/23/2002
Domestic/Foreign: FOREIGN
Place of Incorporation/Organization: DE
Duration: PERPETUAL
FYC(Fiscal Year Closing) Month: DECEMBER


Principal Office:**Address Line 1:** ONE AT & T WAY**Address Line 2:****City:** BEDMINSTER**State:** NJ**Zip:** 07921**Other than USA:****Registered Agent:****Name:** C T CORPORATION SYSTEM**Address Line 1:** 800 S. GAY STREET**Address Line 2:** SUITE 2021**City:** KNOXVILLE**State:** TN**Zip:** 379299710**Business Filing History**


* Important Note: Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status.

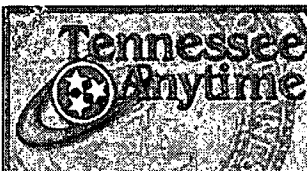
Note: This information is current as of three working days prior to today's date.



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Name	I.D. Number
TCG MIDSOUTH, INC.	0325457
Business Type*:	CORPORATION
Profit/Nonprofit:	FOR PROFIT
Status*:	ACTIVE
Date of Formation/Qualification:	02/04/1997
Domestic/Foreign:	FOREIGN
Place of Incorporation/Organization:	DE
Duration:	PERPETUAL
FYC(Fiscal Year Closing) Month:	FEBRUARY
Principal Office:	
Address Line 1:	412 MT KEMBLE AVE
Address Line 2:	
City:	MORRISTOWN
State:	NJ
Zip:	07960
Other than USA:	
Registered Agent:	
Name:	C T CORPORATION SYSTEM
Address Line 1:	800 S. GAY STREET
Address Line 2:	SUITE 2021
City:	KNOXVILLE
State:	TN
Zip:	379299710
Business Filing History	
* Important Note Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status	
Note. This information is current as of three working days prior to today's date.	
	

Name	I.D. Number
SBC LONG DISTANCE, INC	0296002
Business Type*:	CORPORATION
Profit/Nonprofit:	FOR PROFIT
Status*:	ACTIVE
Date of Formation/Qualification:	06/12/1995
Domestic/Foreign:	FOREIGN
Place of Incorporation/Organization:	DE
Duration:	PERPETUAL
FYC(Fiscal Year Closing) Month:	DECEMBER
Principal Office:	
Address Line 1:	5850 W LAS POSITAS
Address Line 2:	
City:	PLEASANTON
State:	CA
Zip:	94588
Other than USA:	
Registered Agent:	
Name:	C T CORPORATION SYSTEM
Address Line 1:	800 S GAY STREET
Address Line 2:	SUITE 2021
City:	KNOXVILLE
State:	TN
Zip:	379299710
<u>Business Filing History</u>	
<p>* Important Note Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status</p> <p style="text-align: right;">Note This information is current as of three working days prior to today's date</p>	
<div style="border: 1px solid black; padding: 5px; display: inline-block;">  </div>	



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Name	I.D. Number
SBC TELECOM, INC	0380950

Business Type*:	CORPORATION
Profit/Nonprofit:	FOR PROFIT
Status*:	ACTIVE
Date of Formation/Qualification:	12/08/1999
Domestic/Foreign:	FOREIGN
Place of Incorporation/Organization:	DE
Duration:	PERPETUAL
FYC(Fiscal Year Closing) Month:	DECEMBER

Principal Office:

Address Line 1:	1010 N ST MARYS
Address Line 2:	9U50
City:	SAN ANTONIO
State:	TX
Zip:	78215

Other than USA:**Registered Agent:**

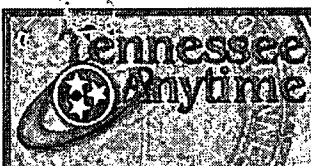
Name:	C T CORPORATION SYSTEM
Address Line 1:	800 S GAY STREET
Address Line 2:	SUITE 2021
City:	KNOXVILLE
State:	TN
Zip:	379299710

Business Filing History

* Important Note Business filing History includes information about (1) the basis for an inactive status and (2) the current true name and filing status of a business with an assumed name or a changed status

Note This information is current as of three working days prior to today's date

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Name	I.D. Number
SNET AMERICA, INC	0297541

Business Type*:	CORPORATION
Profit/Nonprofit:	FOR PROFIT
Status*:	ACTIVE
Date of Formation/Qualification:	07/17/1995
Domestic/Foreign:	FOREIGN
Place of Incorporation/Organization:	CT
Duration:	PERPETUAL
FYC(Fiscal Year Closing) Month:	JULY

Principal Office:

Address Line 1:	310 ORANGE ST 3RD FL
Address Line 2:	
City:	NEW HAVEN
State:	CT
Zip:	06510

Other than USA:**Registered Agent:**

Name:	C T CORPORATION SYSTEM
Address Line 1:	800 S GAY STREET
Address Line 2:	SUITE 2021
City:	KNOXVILLE
State:	TN
Zip:	379299710

Business Filing History

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Note This information is current as of three working days prior to today's date

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